

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEBRASKA**

In re:

GORDMANS STORES, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-80304 (TLS)

(Jointly Administered)

**NINTH MONTHLY FEE STATEMENT OF FROST BROWN TODD LLC FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF GORDMANS STORES, INC., ET AL. FROM
NOVEMBER 1, 2017 THROUGH AND INCLUDING NOVEMBER 15, 2017**

Name of Applicant	Frost Brown Todd LLC
Client	Official Committee of Unsecured Creditors
Petition Date	March 13, 2017
Date of Approval of Employment	April 14, 2017 [Docket No. 345]
Fee Period	November 1, 2017 – November 15, 2017 ²
Total Hours Billed	12.8
Total Fees Requested	\$5,325.20 (80% of \$6,656.50)
Total Expenses Requested	\$36.18
Total Fees and Expenses Requested	\$6,692.68
Prior Fees Paid to Applicant	\$353,639.20
Prior Expenses Paid to Applicant	\$14,618.85

This is a: ☒ Monthly ☐ Interim ☐ Final Fee Application

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Gordmans Stores, Inc. (1987); Gordmans, Inc. (1211); Gordmans Management Company, Inc. (5281); Gordmans Distribution Company, Inc. (5421); Gordmans Intermediate Holdings Corp. (9938); and Gordmans LLC (1987).

² FBT reserves the right to include any time expended in the Fee Period in future application(s) if it is not included herein.

In accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and Reimbursement of Creditors' Committee Member Expenses, and (II) Granting Related Relief*, entered on April 17, 2017, [Docket No. 351] (the "Interim Compensation Order")³, Frost Brown Todd LLC ("FBT"), co-counsel to the Official Committee of Unsecured Creditors (the "Committee") of the debtors and debtors in possession in the above-captioned cases (the "Debtors"), hereby submits this statement of fees and expenses (the "Ninth Monthly Fee Statement") seeking compensation and reimbursement of expenses for the period of November 1, 2017 through and including November 15, 2017 (the "Fee Period"). By this Ninth Monthly Fee Statement, FBT seeks payment of: \$5,325.20, which represents 80 percent of the total amount of compensation sought for actual and necessary professional services rendered during the Fee Period and \$36.18, which represents 100 percent of FBT's actual and necessary expenses incurred during the Fee Period.

Services Rendered and Expenses Incurred

1. Attached as **Exhibit A** is a timekeeper summary that includes the names, positions, and hourly rates of each professional and paraprofessional who billed time during the Fee Period.
2. Attached as **Exhibit B** is a project code summary that includes the total hours spent by FBT professionals and paraprofessionals per project category for the Fee Period.
3. Attached as **Exhibit C** is a summary of all expenses incurred by FBT during the Fee Period.
4. Attached as **Exhibit D** are FBT's detailed time and expense records of FBT for the Fee Period.

³ Terms used but not otherwise defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

Total Fees and Expenses Sought for the Fee Period

5. The total amount sought for fees for services rendered and reimbursement of expenses incurred for the Fee Period are as follows:

Total Fees for the Fee Period	\$6,656.50
Total Expenses for the Fee Period	\$36.18
TOTAL	\$6,692.68

6. Pursuant to the Interim Compensation Order, FBT seeks payment of \$5,361.38, which equals (i) 80 percent of FBT's total fees for services rendered during the Fee Period and (ii) 100 percent of FBT's total expenses incurred during the Fee Period.

80% of Total Fees for the Fee Period	\$5,325.20
100% Total Expenses for the Fee Period	\$36.18
TOTAL	\$5,361.38

Notice and Objections Procedures

7. No trustee or examiner has been appointed in these chapter 11 cases. In accordance with the Interim Compensation Order, notice of this Ninth Monthly Fee Statement has been served, via overnight delivery and the Court's ECF system, on: (i) the Debtors, Gordmans Stores, Inc., 1926 South 67th Street, Omaha, Nebraska 68106, Attn: Andy Hall and James Brown; (ii) co-counsel to the Debtors, Kutak Rock LLP, The Omaha Building, 1650 Farnam Street, Omaha, Nebraska 68102, Attn: Jeffrey T. Wegner and Lisa M. Peters; (iii) co-counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn: Brad Weiland and Jamie R. Netznik; (iv) the Office of the United States Trustee for the District of Nebraska, 111 South 18th Plaza, Suite 1148, Omaha, Nebraska 68102, Attn: Jerry L. Jansen; (v) co-counsel to the administrative agent, Riemer Braunstein LLP, Seven Times Square, Suite 2506, New York, New York 10036, Attn: Steven Fox and Donald E. Rothman; (vi) co-counsel to the administrative agent, Greenberg Traurig, LLP, One International Place, Suite 2000, Boston, Massachusetts

02110, Attn: Jeffrey M. Wolf; (vii) co-counsel to the administrative agent, Croker Huck Kasher DeWitt Anderson & Gonderinger, L.L.C., 2120 South 72nd Street, Suite 1200, Omaha, Nebraska 68124, Attn: Robert Gonderinger; and (viii) co-counsel to the Committee, Koley Jessen P.C. L.L.O., 1125 S. 103rd Street, Suite 800, Omaha, Nebraska 68124, Attn: Brian J. Koenig and Don L. Swanson (the “Application Recipients”). FBT submits that no other or further notice need be provided.

8. Pursuant to the Interim Compensation Order, objections to this Ninth Monthly Fee Statement, if any, must be served upon FBT and the Application Recipients no later than fourteen days after service of the Ninth Monthly Fee Statement (the “Review Deadline”) setting forth the precise nature of the objection and the amount at issue.

9. If no objections to this Ninth Monthly Fee Statement are made on or before the Review Deadline and upon the filing of a certificate of no objection with this Court with respect to the unopposed portion of the fees and expenses requested in the Fee Period by FBT, the Debtors will pay FBT: (i) 80 percent of FBT’s total fees for services rendered during the Fee Period and (ii) 100 percent of FBT’s total expenses incurred during the Fee Period.

10. To the extent a Notice of Objection to Monthly Fee Statement is received on or before the Review Deadline, the objecting party and FBT shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay 80 percent of the agreed-upon fees and 100 percent of the agreed-upon expenses. If, however, the parties are unable to reach a resolution within 14 days after service of the Notice of Objection to Monthly Fee Statement, the objecting party shall file its objection (the “Objection”) with this Court within 3 business days and serve such Objection on FBT and each of the other Application Recipients. Thereafter, FBT may either (i) file with the Court a response to the Objection, together with a

request for payment of the Disputed Amount or (ii) forego payment of the Disputed Amount until the next interim fee application hearing at which time this Court will consider the Objection, if requested by the parties.

Dated: November 29, 2017

Respectfully submitted,

/s/ Ronald E. Gold

Ronald E. Gold, Esq. (admitted *pro hac vice*)

Ohio Bar No. 0061351

Douglas L. Lutz, Esq. (admitted *pro hac vice*)

Ohio Bar No. 0064761

A.J. Webb, Esq. (admitted *pro hac vice*)

Ohio Bar No. 0093655

FROST BROWN TODD LLC

3300 Great American Tower

301 East Fourth Street

Cincinnati, Ohio 45202

513-651-6800 Telephone

513-651-6981 Facsimile

rgold@fbtlaw.com

dlutz@fbtlaw.com

awebb@fbtlaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

CERTIFICATE OF SERVICE

I hereby certify that on November 29, 2017, I caused the filing of the foregoing with the Clerk of the Bankruptcy Court using the CM/ECF system, which was served on all parties receiving ECF notice in this case, and I further certify that on November 29, 2017, I caused the foregoing to be served via overnight delivery to the parties indicated below.

/s/ Ronald E. Gold

Gordmans Stores, Inc.
Attn: Andy Hall and James Brown
1926 South 67th Street
Omaha, Nebraska 68106
Debtors

Kirkland & Ellis LLP
Attn: Brad Weiland and Jamie R. Netznik
300 North LaSalle
Chicago, Illinois 60654

-and-

Kutak Rock LLP
Attn: Jeffrey T. Wegner and Lisa M. Peters
1650 Farnam Street
Omaha, Nebraska 68102
Co-Counsel to the Debtors

Office of the United States Trustee
for the District of Nebraska
Attn: Jerry L. Jensen
111 South 18th Plaza, Suite 1148,
Omaha, Nebraska 68102
United States Trustee

Riemer Braunstein LLP
Attn: Steven Fox and Donald E. Rothman
Seven Times Square, Suite 2506
New York, New York 10036

-and-

Greenberg Traurig, LLP
Attn: Jeffrey M. Wolf
One International Place, Suite 2000
Boston, Massachusetts 02110

-and-

Croker Huck Kasher DeWitt Anderson &
Gonderinger L.L.C.
Attn: Robert Gonderinger
2120 South 72nd Street, Suite 1200
Omaha, Nebraska 68124
Co-Counsel to the Administrative Agent

Koley Jessen P.C., L.L.O.
Attn: Brian J. Koenig
1125 S. 103rd Street, Ste. 800
Omaha, Nebraska 68124
Co-Counsel to the Unsecured Creditors' Committee

EXHIBIT A

Summary of Hours Billed by Professionals and Paraprofessional for the Fee Period

Name of Professional	Dept.	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
Ronald E. Gold	Bankruptcy and Restructuring	Member	1989	\$580.00	2.9	\$1,682.00
Douglas L. Lutz	Bankruptcy and Restructuring	Member	1991	\$575.00	7.7	\$4,427.50
A.J. Webb	Bankruptcy and Restructuring	Associate	2015	\$220.00	0.4	\$88.00
Erin P. Severini	Bankruptcy and Restructuring	Staff Attorney	2002	\$255.00	1.8	\$459.00
TOTAL					12.8	\$6,656.50

EXHIBIT B

Summary of Time by Project Category

Project Code	Project Category	Hours	Amount
B110	Case Administration	0.6	\$345.00
B160	Fee/Employment Applications	3.7	\$1,551.50
B180	Avoidance Action Analysis	0.8	\$464.00
B310	Claims Administration and Objections	0.8	\$460.00
B320	Plan and Disclosure Statement	6.9	\$3,836.00
TOTAL		12.8	\$6,656.50

EXHIBIT C

Summary of Expenses for the Fee Period

Description	Amounts
Copying	\$27.30
Delivery Services/Messengers	\$8.88
TOTAL	\$36.18

EXHIBIT D

Time and Expense Detail for the Fee Period

**Frost
Brown Todd** LLC
A T T O R N E Y S

P.O. Box 5716
Cincinnati, OH 45201-5716
(513) 651-6800
Facsimile (513) 651-6981
www.frostbrowntodd.com

Official Committee of Unsecured Creditors of Gordmans
Stores, Inc.
Attn: Jeffrey N. Pomerantz
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

FED. ID# 61-0722001
November 22, 2017
Invoice # 11146011
Account # 0135890.0646308

REGARDING: Gordmans Stores Chapter 11 Cases

For Professional Services Rendered Through November 22, 2017
Other Charges Through November 22, 2017

\$6,656.50

\$36.18

TOTAL THIS INVOICE

\$6,692.68

THANK YOU

PAYMENT APPRECIATED WITHIN 30 DAYS
PLEASE INCLUDE YOUR INVOICE NUMBER ON CHECK

November 22, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11146011

PHASE & TASK SUMMARY

PHASE	TASK	DESCRIPTION	HOURS	AMOUNT
B100	B110	Case Administration	0.60	345.00
B100	B160	Fee/Employment Applications	3.70	1,551.50
B100	B180	Avoidance Action Analysis	0.80	464.00
		TOTAL	5.10	\$2,360.50
B300	B310	Claims Administration and Objections	0.80	460.00
B300	B320	Plan and Disclosure Statement(including Business	6.90	3,836.00
		TOTAL	7.70	\$4,296.00
E100	E101	Copying		27.30
E100	E107	Delivery services/Messengers		8.88
		TOTAL	0.00	\$36.18

ITEMIZED SERVICES

DATE	DESCRIPTION	TMKR	HOURS	RATE	AMOUNT
11/01/17	(B300.B320) Review and respond to emails re effective date issues and professional fee escrow funding.	DLL	0.40	575.00	230.00
11/01/17	(B100.B110) Conferences with two (2) unsecured creditors re case status and effective date status.	DLL	0.60	575.00	345.00
11/01/17	(B100.B160) Review and analyze fee statements and amount necessary to fund profession fee escrow.	EPS	0.40	255.00	102.00
11/01/17	(B100.B160) Send email to R. Gold re professional fee escrow.	EPS	0.20	255.00	51.00
11/01/17	(B300.B320) Email with L. Peters re effective date issues.	REG	0.20	580.00	116.00
11/02/17	(B100.B160) Phone call and email with C. Cabello re professional fee escrow.	EPS	0.10	255.00	25.50
11/03/17	(B300.B320) Review effective date conditions in confirmed Plan (.3); emails re same (.3).	DLL	0.60	575.00	345.00
11/06/17	(B100.B160) Review monthly fee draft pro forma (.3); review confirmed plan re timing/procedure for final fee applications (.3); emails to E. Severini re preparation of monthly fee statement and final fee application (.4); conference with E. Severini re same (.2); review final monthly invoice and email to E. Severini re same (.3).	DLL	1.50	575.00	862.50
11/06/17	(B300.B320) Review Debtors' counsel email re effective date conditions and conference call re same (.3); emails to Debtors' counsel re same (.3); emails to Plan Administrator re same (.3).	DLL	0.90	575.00	517.50
11/06/17	(B100.B160) Review FBT's October proforma.	EPS	0.30	255.00	76.50
11/06/17	(B100.B160) Communicate with C. Cabello and D. Lutz re professional fee escrow.	EPS	0.10	255.00	25.50
11/07/17	(B300.B320) Review META Advisors emails re effective date selection issues (.2); prepare for and participate in conference call with Debtors' counsel re same (.5); conference call with META Advisors re selection of November 15 as effective date (.3); follow up conference call with Debtors' counsel re same (.1); email to META Advisors re same (.2).	DLL	1.30	575.00	747.50
11/07/17	(B100.B160) Review draft monthly fee statement (.3); email to E. Severini re approval of same for filing (.1).	DLL	0.40	575.00	230.00
11/07/17	(B100.B160) Draft FBT's monthly fee statement.	EPS	0.40	255.00	102.00
11/07/17	(B100.B160) Prepare and file certifications of no objection for fee statements of FBT and Province.	EPS	0.30	255.00	76.50
11/07/17	(B300.B320) Emails re updates and status and issues re effective date.	REG	0.20	580.00	116.00
11/09/17	(B300.B310) Review Comenity Bank revised settlement and B. Koenig comments re same.	DLL	0.80	575.00	460.00
11/10/17	(B300.B320) Attention to effective date notice draft and email with META Advisors.	REG	0.20	580.00	116.00

November 22, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11146011

DATE	DESCRIPTION	TMKR	HOURS	RATE	AMOUNT
11/13/17	(B300.B320) Attention to issues re effective date of plan and plan administrator.	AJW	0.40	220.00	88.00
11/13/17	(B300.B320) Review email from META Advisors re plan administrator agreement issues (.2); review draft notice of effective date (.2); conference with R. Gold re plan administrator transition issues (.2).	DLL	0.60	575.00	345.00
11/13/17	(B300.B320) Attention to plan effective date issues.	REG	0.50	580.00	290.00
11/13/17	(B100.B180) Attention to review and analysis re avoidance actions.	REG	0.80	580.00	464.00
11/14/17	(B300.B320) Extended call with META Advisors re plan and effective date transition issues and follow up re same.	REG	1.00	580.00	580.00
11/15/17	(B300.B320) Review and respond to emails re effective date issues (.4); emails to Debtors' counsel re same (.2).	DLL	0.60	575.00	345.00
TOTAL			12.80		6,656.50

PERSONNEL FEE SUMMARY

INIT	NAME	RANK	HOURS	RATE	AMOUNT
REG	Gold, Ronald E	Member	2.90	580.00	1,682.00
DLL	Lutz, Douglas L.	Member	7.70	575.00	4,427.50
AJW	Webb, Adam J	Associate	0.40	220.00	88.00
EPS	Severini, Erin P	Staff Attorney	1.80	255.00	459.00
TOTAL			12.80		\$6,656.50

ITEMIZED COSTS

DATE	DESCRIPTION	AMOUNT
10/25/17	United Parcel Service United Parcel Service -- Next Day Air to FROST BROWN TODD LLC	8.88

SUMMARIZED COSTS

DESCRIPTION	QTY	PER UNIT	TOTAL
Reproductions	273.00	0.10	27.30
TOTAL			\$27.30

TOTAL COSTS **\$36.18**